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*Attorneys for FTI Consulting Canada Inc., as  
Monitor and Foreign Representative of  
The Cash Store Financial Services Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 15  
: :  
THE CASH STORE FINANCIAL SERVICES INC., :  
: Case No. \_\_\_\_-\_\_\_\_ (\_\_\_\_)  
Debtor in a Foreign Proceeding. :  
: :  
-----X

**DECLARATION OF KEN COLEMAN IN SUPPORT OF VERIFIED PETITION FOR  
RECOGNITION OF FOREIGN PROCEEDING AND RELATED RELIEF**

KEN COLEMAN, pursuant to 28 U.S.C. §1746, hereby declares as follows:

1. I am a member of the firm of Allen & Overy LLP, counsel to FTI Consulting Canada Inc., the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of The Cash Store Financial Services Inc., The Cash Store Inc., TCS Cash Store Inc., Instalogs Inc., 7252331 Canada Inc., 5515433 Manitoba Inc., and 1693926 Alberta Ltd. d/b/a “The Title Store”,<sup>1</sup> in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”).

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<sup>1</sup> CSF, The Cash Store Inc., TCS Cash Store Inc., and Instalogs Inc. have formally changed their names and are currently registered as the following Ontario and Alberta numbered companies: 1511419 Ontario Inc., 1545688 Alberta Inc., 986301 Alberta Inc., and 1152919 Alberta Inc.

2. I respectfully submit this declaration in support of the Monitor's *Verified Petition for Recognition of Foreign Proceeding and Related Relief* and accompanying *Memorandum of Law* (collectively, the "**Chapter 15 Papers**").

3. Attached is a true and correct copy of each of the following orders entered by the Ontario Court in the Canadian Proceeding:

- A. *Amended & Restated Initial Order* dated April 15, 2014.
- B. *Meetings Order* dated September 30, 2015.
- C. *Representation and Notice Approval Order* dated September 30, 2015.
- D. *Plan Filing Order* dated October 6, 2015.\*

4. Attached is a true and correct copy of each of the following documents filed in the Canadian Proceeding:

- E. *Affidavit of Steven Carlstrom* sworn to on April 13, 2014.\*
- F. *Factum of the Applicants* dated April 13, 2014.
- G. *Pre-Filing Report of the Monitor* dated April 14, 2014.
- H. *Affidavit of William E. Aziz* sworn to on April 27, 2014.\*
- I. *Second Report to the Court Submitted by FTI Consulting Canada Inc., in Its Capacity as Monitor* dated April 27, 2014.
- J. *Sixth Report to the Court Submitted by FTI Consulting Canada Inc., in Its Capacity as Monitor* dated June 6, 2014.\*
- K. *Affidavit of William E. Aziz* sworn to on September 23, 2015.\*
- L. *The Plan of Compromise and Arrangement* dated October 6, 2015.
- M. *Information Statement* dated October 7, 2015.\*

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\* Documents marked with an asterisk are annexed hereto without exhibits or appendices. Copies with exhibits and appendices are available on the Monitor's website at <http://cfcanda.fticonsulting.com/cashstorefinancial/>.

5. Attached is a true and correct copy of each of the following documents filed in the United States District Court for the Southern District of New York in the case captioned *Globis Capital Partners, L.P. et al. v. Cash Store Financial Services, Inc. et al.*, 13 Civ. 3385 (S.D.N.Y.) (VM):

N. Letter dated August 5, 2015 from David S. Hoffner to the Honorable Victor Marrero.

O. Letter dated September 9, 2015 from David S. Hoffner to the Honorable Victor Marrero.

6. Attached is a true and correct copy of the following document:

P. Cash Store Annual Report (September 30, 2013).

7. Attached is a true and correct copy of each of the unpublished or foreign decisions cited in the Chapter 15 Papers:<sup>2</sup>

Q. *In re OAS S.A.*, Case No. 15-10937 (Bankr. S.D.N.Y. Aug. 3, 2015).

R. *In re Sino-Forest Corporation*, No. 13-10361 (Bankr. S.D.N.Y. Apr. 15, 2013).

S. *In re Metcalfe & Mansfield Alternative Investments, et al.*, No. 09-16078 (Bankr. S.D.N.Y. Jan. 5, 2010).

T. *In re Canwest Global Communications Corp., et al.*, No. 09-15994 (Bankr. S.D.N.Y. Nov. 3, 2009).

U. *In re Quebecor World Inc.*, No. 08-13814 (Bankr. S.D.N.Y. Jul. 1, 2009).

V. *In re Nortel Networks Corp.*, No. 09-10164 (Bankr. D. Del. Feb. 27, 2009).

W. *In re Muscletech Research and Development Inc. et al.*, Nos. 06 CIV 538 and 539 (S.D.N.Y. Mar. 2, 2006).

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<sup>2</sup> Copies of unpublished or foreign decisions are annexed hereto exclusive of exhibits.

X. *In re Spiegel Inc.*, 2006 Bankr. LEXIS 2158 (Bankr. S.D.N.Y. Aug. 16, 2006).

Y. *In re DBSD-N. Am., Inc.*, 2010 U.S. Dist. LEXIS 33253, 2010 WL 1223109 (S.D.N.Y. Mar. 24, 2010).

Z. *Montreal, Maine & Atlantic Canada Co.*, No. 15-20518 (Bankr. D. Me. Aug. 26, 2015)

8. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: October 16, 2015

/s/ Ken Coleman  
Ken Coleman  
*Counsel for FTI Consulting  
Canada Inc., as Monitor and  
Foreign Representative of the  
Cash Store Financial Services  
Inc.*